



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO. 21888-I FILED
DEC 1 '99 12-50 PM

November 30, 1999

Recordation No. 21888-I

Dear Mr. Williams:

On behalf of BTM Capital Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Amendment to Security Agreement Supplement No. 2 ("Amendment") dated as of November 30, 1999.

The parties to the enclosed Amendment are:

BTM Capital Corporation, (as - SECURED PARTY/for Indexing
collateral agent for the Secured Parties) MORTGAGEE
125 Summer Street
Boston, MA 02110

Flex Leasing I, LLC - BORROWER/for Indexing
Suite 300 MORTGAGOR
234 Front Street
San Francisco, CA 94111

The said Amendment, among other things, is a remarking of only those certain 56 CDAC boxcar numbers to LW numbers.

The units of equipment covered by the instant Amendment are the 56 boxcars as identified in Annex A to the Amendment (copy attached).

A short summary of the Amendment to appear in the Surface Transportation Board Index is as follows:

"Remarking of 56 CDAC boxcars to LW numbers."

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21687-C."

ATTORNEYS AND COUNSELORS AT LAW

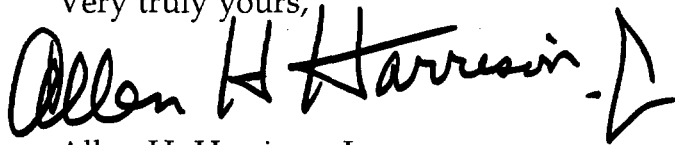
1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Counterpart to A. H. Hansen

Enclosed is a check in the amount of fifty-two dollars, twenty-six dollars of which is in payment of the filing fees, and twenty-six of which is for the requested cross index reference.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink that reads "Allen H. Harrison, Jr." followed by a stylized flourish.

Allen H. Harrison, Jr.
Attorney for BTM Capital
Corporation, for
the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8212-020

ANNEX A

<u>Old Car Marks</u>	<u>New Car Marks</u>
Fifty-Six (56) 50'6" Plate "F" Boxcars with 10' Single Plug Doors numbered: CDAC 1031 CDAC 1034 CDAC 1035 CDAC 1037 CDAC 1039 CDAC 1045 CDAC 1050-1099 inclusive	Fifty-Six (56) 50'6" Plate "F" Boxcars with 10' Single Plug Doors numbered: LW 1031 LW 1034 LW 1035 LW 1037 LW 1039 LW 1045 LW 1050-1099 inclusive

21888-I.

AMENDMENT TO SECURITY AGREEMENT SUPPLEMENT NO. 2

This Amendment, dated as of Nov. 30, 1999 to the Security Agreement Supplement No. 2 dated as of February 4, 1999 ("Supplement No. 2") to the Security Agreement dated as of December 22, 1998 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement") made by FLEX LEASING I, LLC (the "Borrower") to BTM CAPITAL CORPORATION, as collateral agent (the "Collateral Agent") for the Secured Parties. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Security Agreement and the Loan Agreement (as defined in the Security Agreement).

WHEREAS, the Security Agreement was recorded with the Surface Transportation Board (the "STB") on December 22, 1998, under Recordation No. 21888, at 2:31 p.m. and deposited with the Registrar General of Canada (the "RGC") on the 23rd day of December, A.D. 1998, at 11:05 a.m.

WHEREAS, Supplement No. 2 was recorded with the STB on February 4, 1999, under Recordation No. 21888-B, at 3:10 p.m. and deposited with the RGC on the 5th day of February, A.D. 1999, at 1:00 p.m.

WHEREAS, certain Units of Rolling Stock Collateral identified under Supplement No. 2 have been remarked as shown on Annex A attached hereto.

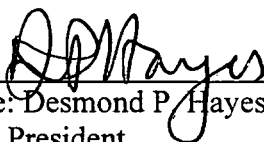
NOW THEREFORE, Supplement No. 2 is hereby amended, only with respect to the collateral listed on Annex A attached hereto, to incorporate the change in car marks as shown on Annex A attached hereto.

IN WITNESS WHEREOF, the Borrower has caused this Amendment to be duly executed by one of its officers, thereunto duly authorized, on the day and year first above written.

RECORDATION NO. 21888-I FILED

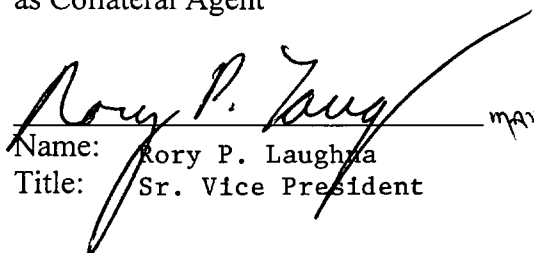
DEC 1 '99 12-50 PM

FLEX LEASING I, LLC


Name: Desmond P. Hayes
Title: President

Agreed and Accepted:

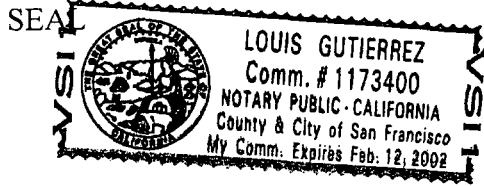
BTM CAPITAL CORPORATION,
not in its individual capacity but solely
as Collateral Agent


Name: Rory P. Laughlin
Title: Sr. Vice President

STATE OF CA)
) ss:
COUNTY OF SF)

On this 17th day of November, 1999, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC and that said writing was signed on the date hereof by him on behalf of said company by its authority duly given. The said President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 17th day of November, 1999.



Desmond P. Hayes

Notary Public

My Commission Expires: 2/12/2002

STATE OF Massachusetts)
) ss:
COUNTY OF Suffolk)

On this 30th day of November, 1999, personally came before me Rory P. Laughner who, being by me duly sworn, says he is the Sr. Vice President of BTM Capital Corporation and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. The said Sr. Vice President acknowledged the execution of the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 30th day of November, 1999.

SEAL

Ellen F. Henry
Notary Public
My Commission Expires Ellen F. Henry
NOTARY PUBLIC
My commission exp. January 17, 2003

ANNEX A

<u>Old Car Marks</u>	<u>New Car Marks</u>
Fifty-Six (56) 50'6" Plate "F" Boxcars with 10' Single Plug Doors numbered: CDAC 1031 CDAC 1034 CDAC 1035 CDAC 1037 CDAC 1039 CDAC 1045 CDAC 1050-1099 inclusive	Fifty-Six (56) 50'6" Plate "F" Boxcars with 10' Single Plug Doors numbered: LW 1031 LW 1034 LW 1035 LW 1037 LW 1039 LW 1045 LW 1050-1099 inclusive